

OFFICE OF THRIFT SUPERVISION

**Approval of Application for Trust Powers,
Applications to Establish Operating Subsidiaries,
and Modification of Business Plan**

Order No.: 2001-73

Date: December 10, 2001

Re: OTS No. 16115

Unified Banking Company, Lexington, Kentucky (Savings Bank), has applied to the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1464(n) and 12 C.F.R. Part 550 for permission to exercise trust powers as described in the application. The Savings Bank has also applied to OTS pursuant to 12 U.S.C. § 1828(m) and 12 C.F.R. Part 559, to establish two operating subsidiaries, Unified Trust Company, N.A. (Trust Company) and Health Financial, Inc. (Health Financial). In addition, the Savings Bank has requested approval to modify its business plan, as required by Condition 5 of OTS Order No. 99-60, October 8, 1999. (The foregoing are collectively referred to as the Applications.)

OTS has considered the Applications under the factors set forth in 12 U.S.C. §§ 1464(n) and 1828(m) and 12 C.F.R. Parts 550 and 559. In addition, OTS has considered a digest from the OTS Central Regional Office, an analysis prepared by Examination Policy, and a legal opinion from the Business Transactions Division (collectively, the Staff Memoranda). For the reasons set forth in the Staff Memoranda, OTS finds that the Applications satisfy the applicable approval standards, provided that the following conditions are complied with in a manner satisfactory to the Central Regional Director, or his designee (Regional Director). Accordingly, the Applications are hereby approved, subject to the following conditions:

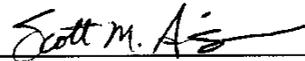
1. The Savings Bank, the Trust Company, and Health Financial must receive all required regulatory approvals prior to consummation of the proposed transaction with copies of all such approvals provided to the Regional Director;
2. The proposed transaction must be consummated within one hundred and twenty (120) calendar days from the date of this Order;
3. On the business day prior to the date of consummation of the proposed transaction, the chief financial officers of the Savings Bank, the Trust Company, and Health Financial must certify in writing to the Regional Director that no material adverse events or material adverse changes have occurred with respect to the financial condition or operation of the Savings Bank, the Trust Company, and Health Financial as disclosed in the Applications. If additional information having a material adverse bearing on any feature of the Applications is brought to

the attention of the Savings Bank, the Trust Company, Health Financial, or OTS since the date of the financial statements submitted with the Applications, the transaction must not be consummated unless the information is presented to the Regional Director, and the Regional Director provides written non-objection to the consummation of the transaction; and

4. The Savings Bank must advise the Regional Director in writing within 5 calendar days after the effective date of the proposed transaction: (a) of the effective date of the transaction; (b) of the exact values at which the Trust Company and Health Financial were contributed to the Savings Bank; and (c) that the transaction was consummated in accordance with all applicable laws and regulations, the Applications and this Order.

Any time period specified herein may be extended by the Regional Director, for good cause, for up to 120 calendar days.

By order of the Director of the Office of Thrift Supervision, or his designee, effective December 10, 2001.



Scott M. Albinson
Managing Director
Office of Supervision